

# CRAVATH, SWAINE & MOORE

ONE CHASE MANHATTAN PLAZA

NEW YORK, N.Y. 10005

212 HANOVER 2-3000

TELEX

RCA 233663

WUD 125547

WUI 620976

MAURICE T. MOORE  
BRUCE BROMLEY  
WILLIAM B. MARSHALL  
RALPH L. McAFEE  
ROYALL VICTOR  
ALLEN H. MERRILL  
HENRY W. de KOSMIAN  
ALLEN F. MAULSBY  
STEWART R. BROSS, JR.  
HENRY P. RIORDAN  
JOHN R. HUPPER  
SAMUEL C. BUTLER  
WILLIAM J. SCHRENK, JR.  
BENJAMIN F. CRANE  
FRANCIS F. RANDOLPH, JR.  
JOHN F. HUNT  
GEORGE J. GILLESPIE, III  
RICHARD S. SIMMONS  
WAYNE E. CHAPMAN  
THOMAS D. BARR  
MELVIN L. BEDRICK  
GEORGE T. LOWY  
ROBERT ROSENMAN

JAMES H. DUFFY  
ALAN J. HRUSKA  
JOHN E. YOUNG  
JAMES M. EDWARDS  
DAVID G. ORMSBY  
DAVID L. SCHWARTZ  
RICHARD J. HIEGEL  
FREDERICK A. O. SCHWARZ, JR.  
CHRISTINE BESHAR  
ROBERT S. RIFKIND  
DAVID O. BROWNWOOD  
PAUL M. DODYK  
RICHARD M. ALLEN  
THOMAS R. BROME  
ROBERT D. JOFFE  
ROBERT F. MULLEN  
ALLEN FINKELSON  
RONALD S. ROLFE  
JOSEPH R. SAHID  
PAUL C. SAUNDERS  
MARTIN L. SENZEL  
DOUGLAS D. BROADWATER  
ALAN C. STEPHENSON

## COUNSEL

ROSWELL L. OILPATRIC  
ALBERT R. CONNELLY  
FRANK H. DETWEILER  
GEORGE G. TYLER

CARLYLE E. MAW  
L. R. BRESLIN, JR.  
GEORGE B. TURNER  
JOHN H. MORSE  
HAROLD R. MEDINA, JR.  
CHARLES R. LINTON

4, PLACE DE LA CONCORDE  
75008 PARIS, FRANCE  
TELEPHONE: 265-81-84  
TELEX: 290530

33 THROGMORTON STREET  
LONDON, EC2N 2BR, ENGLAND  
TELEPHONE 01-606-1421  
TELEX: 6614901

CABLE ADDRESSES  
CRAVATH, N. Y.  
CRAVATH, PARIS  
CRAVATH, LONDON E.C. 2

RECORDATION NO. 9634 Filed 1425

OCT 5 1978 -2 15 PM

INTERSTATE COMMERCE COMMISSION

October 4, 1978

Dear Sir:

Will you please record, as provided in Section 20c of the Interstate Commerce Act, the Release and Assignment dated as of October 2, 1978, releasing and assigning certain rights under a Conditional Sale Agreement dated as of August 7, 1978, recorded on August 23, 1978, under recordation number 9634, between the parties set forth below. Four counterpart originals of the document are enclosed with this letter of transmittal, along with a check which includes the \$10 filing fee for this document.

The information required for such recordation by order of the Interstate Commerce Commission is as follows:

Section 1116.4(b). The names and addresses of the parties to the transaction:

Vendor - FMC Corporation  
200 East Randolph Drive  
Chicago, Illinois 60601

Purchaser - ITEL Corporation  
Two Embarcadero Center,  
San Francisco, California 94111

Section 1116.4(c). Description of the equipment:

<u>Type</u>	<u>Quantity</u>	<u>Lessee's Car Nos.</u>	<u>Marked*</u>	<u>A.A.R. Mechanical Designation</u>
50' 6" 70-Ton Capacity General Purpose Single Sheath Box Cars	2	900- 901	MSE	XM

Section 1116.4(e). Conditional Sale Agreement dated as of August 7, 1978, was filed with the Interstate Commerce Commission at 2:15 P.M. on August 23, 1978, and assigned recordation number 9634.

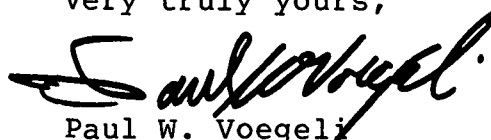
Section 1116.4(f). Three counterpart originals of the document being recorded should be returned to the undersigned.

---

\* Each unit will have stenciled on each side thereof the following legend:

"OWNED BY A BANK OR TRUST COMPANY UNDER A SECURITY AGREEMENT FILED UNDER THE INTERSTATE COMMERCE ACT SECTION 20c."

Very truly yours,



Paul W. Voegeli

The Acting Secretary,  
Interstate Commerce Commission,  
Washington, D. C. 20423

Encls.

RECORDATION NO. 9634-A Filed 1425

RELEASE AND ASSIGNMENT

OCT 5 1978 -2 15 PM

INTERSTATE COMMERCE COMMISSION

In consideration of \$72,802.16 and other valuable consideration, FMC Corporation, a Delaware corporation (the "Builder"), the Builder under a Conditional Sale Agreement dated as of 7 August 1978 (the "conditional Sale Agreement") with Itel Corporation, Rail Division, a Delaware corporation ("Itel"), recorded on 23 August 1978 with the Interstate Commerce Commission as recordation #9634, hereby releases and discharges Itel from any and all liability or other obligation which Itel may have under the Conditional Sale Agreement. Further, the Builder hereby assigns to Itel all of the Builder's right, title, and interest in and to 2 general service boxcars, numbers MSE 900 and MSE 901, which cars are covered by the Conditional Sale Agreement.

Dated: October 2, 1978

FMC CORPORATION

By Daniel C. Smith  
Daniel C. Smith  
Vice President

[Corporate Seal]

ATTEST:

Robert L. Day  
Assistant Secretary

STATE OF ILLINOIS  
COUNTY OF COOK, SS:

On 2 October 1978, before me personally appeared Daniel C. Smith, to me personally known, who being by me duly sworn, says that he is the Vice President of FMC Corporation, that the seal affixed to the foregoing instrument is the corporate seal of that corporation, that said instrument was signed and sealed on behalf of that corporation by authority of its Board of Directors, and he acknowledged that the execution of that instrument was the free act and deed of that corporation.

Karen Nelson  
Notary Public

My Commission Expires September 23, 1979